

State of South Dakota

SEVENTY-NINTH SESSION
LEGISLATIVE ASSEMBLY, 2004

490J0471

HOUSE JUDICIARY COMMITTEE ENGROSSED NO.

SB 154 - 02/20/2004

Introduced by: Senators Knudson and de Hueck and Representatives Madsen, Cutler,
Deadrick (Thomas), and Engels

1 FOR AN ACT ENTITLED, An Act to revise certain filing fees collected by the secretary of
2 state.

3 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

4 Section 1. That § 47-34-54 be amended to read as follows:

5 47-34-54. The secretary of state shall charge and collect ~~for~~:

6 (1) ~~Filing~~ For filing the original articles of organization and issuing certificates of
7 organization, in the case of a domestic limited liability company ~~or filing, a filing fee~~
8 of one hundred twenty-five dollars. For filing, registering, and issuing a certificate
9 of authority in the case of a foreign liability company; if the total agreed
10 contributions of the limited liability company are, a filing fee of five hundred fifty
11 dollars;

12	————— \$25,000 or less	\$ 100
13	————— Over \$25,000 and not exceeding 100,000	—125
14	————— Over \$100,000 and not exceeding 500,000	—200
15	————— Over \$500,000 and not exceeding 1,000,000	—300



1	Over \$1,000,000 and not exceeding 1,500,000	400
2	Over \$1,500,000 and not exceeding 2,000,000	500
3	Over \$2,000,000 and not exceeding 2,500,000	600
4	Over \$2,500,000 and not exceeding 3,000,000	700
5	Over \$3,000,000 and not exceeding 3,500,000	800
6	Over \$3,500,000 and not exceeding 4,000,000	900
7	Over \$4,000,000 and not exceeding 4,500,000	1,000
8	Over \$4,500,000 and not exceeding 5,000,000	1,100
9	For each additional \$500,000, \$250 in addition to \$1,100.	

10 (2) For amending the articles of organization in the case of a domestic limited liability
11 company ~~or, a filing fee of fifty dollars. For amending the registration in the case of~~
12 a foreign limited liability company, a filing fee of ~~fifty dollars; together with the~~
13 appropriate fee set out in subdivision (1) of this section if the amendment is to
14 increase the amount of capital two hundred dollars;

15 (3) For filing articles of dissolution, issuing a certificate of dissolution, and canceling the
16 certificate of organization, ten dollars;

17 (4) For filing a statement of change of address of registered office or change of registered
18 agent, or both, ten dollars;

19 (5) For filing articles of merger or consolidation, fifty dollars;

20 (6) An annual tax of fifty dollars, due and payable January second of each year. This tax
21 is delinquent if not paid by February first and a penalty of fifty dollars shall also be
22 assessed.

23 Section 2. That § 47-34A-212 be amended to read as follows:

24 47-34A-212. The secretary of state shall charge and collect for:

25 (a) Filing the first annual report ~~if the total agreed contribution of the limited liability~~

~~company are: in the case of a domestic limited liability company, a filing fee of one~~
~~hundred twenty-five dollars. Filing the first annual report in the case of a foreign~~
~~limited liability company, a filing fee of five hundred fifty dollars;~~

—————	\$25,000 or less	\$ 100
—————	Over \$25,000 and not exceeding 100,000	—125
—————	Over \$100,000 and not exceeding 500,000	—200
—————	Over \$500,000 and not exceeding 1,000,000	—300
—————	Over \$1,000,000 and not exceeding 1,500,000	—400
—————	Over \$1,500,000 and not exceeding 2,000,000	—500
—————	Over \$2,000,000 and not exceeding 2,500,000	—600
—————	Over \$2,500,000 and not exceeding 3,000,000	—700
—————	Over \$3,000,000 and not exceeding 3,500,000	—800
—————	Over \$3,500,000 and not exceeding 4,000,000	—900
—————	Over \$4,000,000 and not exceeding 4,500,000	1,000
—————	Over \$4,500,000 and not exceeding 5,000,000	1,100
—————	For each additional \$500,000, \$250 in addition to \$1,100.	

~~————— The maximum amount charged under this subsection together with any subsequent~~
~~payments under subsection (b) may not exceed sixteen thousand dollars. The filing~~
~~fee required pursuant to this subsection is not applicable if the limited liability~~
~~company has previously paid the fee required pursuant to subdivision 47-34-54(1).~~

(b) ~~Filing any subsequent annual report that reflects additional contribution in excess of~~
~~those stated in the last prior report, any additional fee necessary to make the~~
~~cumulative fee match the cumulative agreed contributions as provided in subsection~~
~~(a); above the agreed contributions as set forth in the last previous annual report~~
~~consistent with subsection (a).~~

(c) A reporting fee of fifty dollars, due and payable with the filing of all annual report,

after the first annual report required in § 47-34A-211(c).

Section 3. That § 47-34A-1206 be amended to read as follows:

47-34A-1206. The secretary of state may charge the following fees:

- (a) For amending or restating the articles of organization in the case of a domestic limited liability company ~~or, a filing fee of fifty dollars.~~ For amending the registration in the case of a foreign limited liability company, a filing fee of fifty five hundred fifty dollars;
- (b) For filing articles of termination, ten dollars;
- (c) For filing articles of merger, fifty dollars;
- (d) For filing a statement of dissociation, ten dollars;
- (e) For filing an application to reserve a name, twenty dollars;
- (f) For issuing a certificate of existence, fifteen dollars;
- (g) For filing an application for registration of name, one dollar for each month, or fraction thereof, between the date of filing such application and December thirty-first of the calendar year in which such application is filed;
- (h) For filing an annual renewal of registration, a limited liability company which has in effect a registration of its name, may renew such registration from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying a fee of ten dollars. A renewal application may be filed between the first day of October and the thirty-first day of December in each year; and shall extend the registration for the following year;
- (i) For acting as agent for service of process the secretary of state shall charge and collect at the time of such service twenty-five dollars which may be recoverable as

1 taxable costs by the party to the suit or action causing the service to be made if the
2 party prevails in the suit or action.

3 Each limited liability company, domestic or foreign, that fails or refused to file its annual
4 report for any year within the time prescribed is subject to a penalty of fifty dollars to be
5 assessed by the secretary of state.

6 Section 4. That § 47-9-7 be amended to read as follows:

7 47-9-7. The secretary of state shall charge and collect for:

8 (1) Filing articles of incorporation and issuing a certificate of incorporation ~~or filing, a~~
9 filing fee of one hundred twenty-five dollars. Filing an application of a foreign
10 corporation for a certificate of authority to transact business in this state and issuing
11 the certificate, five hundred fifty dollars;:

12	Authorized capital stock of \$25,000 or less	\$ 100
13	Over \$25,000 and not exceeding 100,000	125
14	Over \$100,000 and not exceeding 500,000	200
15	Over \$500,000 and not exceeding 1,000,000	300
16	Over \$1,000,000 and not exceeding 1,500,000	400
17	Over \$1,500,000 and not exceeding 2,000,000	500
18	Over \$2,000,000 and not exceeding 2,500,000	600
19	Over \$2,500,000 and not exceeding 3,000,000	700
20	Over \$3,000,000 and not exceeding 3,500,000	800
21	Over \$3,500,000 and not exceeding 4,000,000	900
22	Over \$4,000,000 and not exceeding 4,500,000	1,000
23	Over \$4,500,000 and not exceeding 5,000,000	1,100
24	For each additional \$500,000, \$250 in addition to \$1,100.	

25 ~~For purposes only of computing fees under this section, the dollar value of each~~
26 ~~authorized share having a par value shall be equal to par value and the value of each~~

~~authorized share having no par value shall be equal to one hundred dollars per share.~~

~~The maximum amount charged under this subdivision may not exceed sixteen thousand dollars;~~

- (2) Filing articles of amendment and issuing a certificate of amendment, fifty dollars;
- (3) Filing restated articles of incorporation, fifty dollars;
- (4) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, fifty dollars;
- (5) Filing an application to reserve a corporate name, twenty dollars;
- (6) Filing a notice of transfer of a reserved corporate name, ten dollars;
- (7) Filing a statement of change of address of registered office or change of registered agent, or both, ten dollars;
- (8) Filing a statement of the establishment of a series of shares, fifty dollars;
- (9) Filing a statement of cancellation of shares, fifty dollars;
- (10) Filing a statement of reduction of stated capital, fifty dollars;
- (11) Filing a statement of revocation of voluntary dissolution proceedings, ten dollars;
- (12) Filing articles of dissolution, ten dollars;
- (13) Filing an application of a foreign corporation for an amended certificate of authority to transact business in this state and issuing an amended certificate of authority, ~~fifty~~ two hundred dollars;
- (14) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to transact business in this state, ~~fifty~~ two hundred dollars;
- (15) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in this state, fifty dollars;

- 1 (16) Filing an application for withdrawal of a foreign corporation and issuing a certificate
2 of withdrawal, ten dollars;
- 3 (17) Filing any other statement or report except an annual report, of a domestic or foreign
4 corporation, ten dollars;
- 5 (18) Filing by a domestic corporation of articles of amendment, restated articles of
6 incorporation, or articles of merger or consolidation in which the surviving
7 corporation is a domestic corporation, which provides authority to increase the
8 number of authorized shares of such corporation, in addition to the other fees
9 imposed by this section, an additional fee shall be charged as shall make, together
10 with the fee paid at the time of the incorporation, a total sum equal to the fee which
11 would be required under this section in case the corporation had been incorporated
12 for such total increased capitalization;
- 13 (19) Filing by a foreign corporation of articles of amendment or articles of merger when
14 the surviving or new corporation is a foreign corporation, which articles provide
15 authority to increase the number of authorized shares of such foreign corporation, in
16 addition to the other fees imposed by this section, an additional fee shall be charged
17 as shall make, together with the fee paid at the time of authorization based on the fee
18 schedule in subdivision (1) of this section, a total sum equal to the fee which would
19 be required under this section in the case the corporation had been authorized for
20 such total increased capitalization;
- 21 (20) All articles of amendment or articles of merger if the surviving or new corporation
22 is a foreign corporation shall be filed with the secretary of state within thirty days
23 after they have been filed with the secretary of state or other proper officer of the
24 state wherein the corporation is organized. In case of failure to so file within the time

1 specified in this subdivision, the corporation shall pay to the secretary of state on the
2 filing of such articles of amendment or articles of merger a penalty of twenty-five
3 dollars;

4 (21) Filing an annual report of a domestic or foreign corporation, thirty dollars;

5 (22) Each corporation, domestic or foreign, that fails or refuses to file its annual report for
6 any year within the time prescribed by this chapter is subject to a penalty of fifty
7 dollars to be assessed by the secretary of state;

8 (23) Issuing a certificate of existence, fifteen dollars;

9 (24) Filing articles of correction, twenty dollars.